

VERIFIED STATEMENT (WRITTEN ASSERTION) CLAIMING SMALL ENTITY STATUS (37 C.F.R. §1.27(c)) - SMALL BUSINESS CONCERN

I hereby declare that I am:

- an official of the small business concern empowered to act on behalf of the concern identified below:

Name: RailPower Technologies Corp.
Address: 9955 de Catania Avenue
Suite 105
Brossard PQ J4Z 3V5

I hereby declare that the above identified small business concern qualifies as a small business concern as defined in 37 C.F.R. §1.27(a)(2) and 13 C.F.R. §121.802, for purposes of paying reduced fees under Section 41(h)(1) of Title 35, United States Code, to the Patent and Trademark Office, in that the number of employees of the business concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the above invention, which is described in:

- application Serial No. 10533402

If the rights held by the above identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed below, and no rights to the invention are held by any person who could not qualify as a small entity under 37 C.F.R. §1.27(a)(1), or by any concern which would not qualify as a small business concern under 37 C.F.R. §1.27(a)(2), or by any organization which would not qualify as a nonprofit organization under 37 C.F.R. §1.27(a)(3).

Name and Address: _____

Individual Small Business Concern Non Profit Organization

Name and Address: _____

Individual Small Business Concern Non Profit Organization

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 C.F.R. §1.27(g))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that wilful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such wilful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

Name of Person Signing:

Title of Person Other than Owner:

Address of Person Signing:

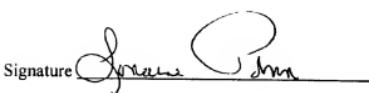
Jerraine Potvin

CFO

9955 de Catania Avenue

Brossard PQ J4T 3V5

Signature



Date August 8th, 2009